

Michael Schumacher (#262403)  
**RIGRODSKY & LONG, P.A.**  
155 Jackson Street, #1903  
San Francisco, CA 94111  
Telephone: (415) 855-8995  
Facsimile: (302) 654-7530  
Email: ms@rl-legal.com

*Attorneys for Plaintiff*

*[Additional counsel on signature page]*

**UNITED STATES DISTRICT COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**

JORDAN ROSENBLATT, On Behalf of  
Himself and All Others Similarly  
Situated,

Plaintiff,

v.

MICROSEMI CORPORATION,  
JAMES J. PETERSON, DENNIS R.  
LEIBEL, KIMBERLY E. ALEXY,  
THOMAS R. ANDERSON, WILLIAM  
E. BENDUSH, RICHARD M. BEYER,  
PAUL F. FOLINO, WILLIAM L.  
HEALEY, and MATTHEW E.  
MASSENGILL,

Defendants.

Case No. \_\_\_\_\_

CLASS ACTION

**COMPLAINT FOR VIOLATION  
OF THE SECURITIES  
EXCHANGE ACT OF 1934**

JURY TRIAL DEMANDED

Plaintiff, by and through his attorneys, alleges upon personal knowledge as to himself, and upon information and belief based upon, among other things, the investigation of counsel as to all other allegations herein, as follows:

**SUMMARY OF THE ACTION**

1. This is a class action brought on behalf of the public stockholders of Microsemi Corporation (“Microsemi” or the “Company”) against Microsemi and its Board of Directors (the “Board” or the “Individual Defendants”), to enjoin a

1 proposed transaction announced on March 1, 2018 (the “Proposed Transaction”),  
2 pursuant to which Microsemi will be acquired by Microchip Technology  
3 Incorporated (“Parent”) and Maple Acquisition Corporation (“Merger Sub,” and  
4 together with Parent, “Microchip”).

5 2. On March 1, 2018, the Board caused Microsemi to enter into an  
6 agreement and plan of merger with Microchip (the “Merger Agreement”).  
7 Pursuant to the terms of the Merger Agreement, stockholders of Microsemi will  
8 receive \$68.78 in cash each share of Microsemi stock they own.

9 3. On April 19, 2018, defendants filed a Definitive Proxy Statement (the  
10 “Proxy Statement”) with the United States Securities and Exchange Commission  
11 (“SEC”) in connection with the Proposed Transaction.

12 4. The Proxy Statement omits material information with respect to the  
13 Proposed Transaction, which renders the Proxy Statement false and misleading.  
14 Accordingly, plaintiff alleges herein that defendants violated Sections 14(a) and  
15 20(a) of the Securities Exchange Act of 1934 (the “1934 Act”) in connection with  
16 the Proxy Statement.

### 17 **JURISDICTION AND VENUE**

18 5. This Court has jurisdiction over all claims asserted herein pursuant to  
19 Section 27 of the 1934 Act because the claims asserted herein arise under Sections  
20 14(a) and 20(a) of the 1934 Act and Rule 14a-9.

21 6. This Court has jurisdiction over defendants because each defendant is  
22 either a corporation that conducts business in and maintains operations within this  
23 District, or is an individual with sufficient minimum contacts with this District so  
24 as to make the exercise of jurisdiction by this Court permissible under traditional  
25 notions of fair play and substantial justice.

1           7.     Venue is proper under 28 U.S.C. § 1391 because a substantial portion  
2 of the transactions and wrongs complained of herein occurred in this District.

3                                   **PARTIES**

4           8.     Plaintiff is, and has been continuously throughout all times relevant  
5 hereto, the owner of Microsemi common stock.

6           9.     Defendant Microsemi is a Delaware corporation and maintains its  
7 principal executive offices at One Enterprise, Aliso Viejo, CA 92656.  
8 Microsemi's common stock is traded Nasdaq under the ticker symbol "MSCC."

9           10.    Defendant James J. Peterson ("Peterson") has served as Chief  
10 Executive Officer ("CEO") of Microsemi since 2000 and Chairman of the Board of  
11 Microsemi since Novemeber 2013.

12           11.    Defendant Dennis R. Leibel ("Leibel") has served as a director of  
13 Microsemi since November 2013. Leibel previously served as Chairman of the  
14 Board from July 2004 to November 2013.

15           12.    Defendant Kimberly E. Alexy ("Alexy") has served as a director of  
16 Microsemi since 2016.

17           13.    Defendant Thomas R. Anderson ("Anderson") has served as a director  
18 since 2002.

19           14.    Defendant William E. Bendush ("Bendush") has served as a director  
20 of Microsemi since 2003.

21           15.    Defendant Richard M. Beyer ("Beyer") has served as a director of  
22 Microsemi since 2017.

23           16.    Defendant Paul F. Folino ("Folino") has served as a director of  
24 Microsemi since 2004.

25           17.    Defendant William L. Healey ("Healey") has served as a director of  
26

1 Microsemi since 2003.

2 18. Defendant Matthew E. Massengill (“Massengill”) has served as a  
3 director of Microsemi since 2006.

4 19. The defendants identified in paragraphs 10 through 18 are  
5 collectively referred to herein as the “Individual Defendants.”

6 **CLASS ACTION ALLEGATIONS**

7 20. Plaintiff brings this action as a class action on behalf of himself and  
8 the other public stockholders of Microsemi (the “Class”). Excluded from the Class  
9 are defendants herein and any person, firm, trust, corporation, or other entity  
10 related to or affiliated with any defendant.

11 21. This action is properly maintainable as a class action.

12 22. The Class is so numerous that joinder of all members is impracticable.  
13 As of February 27, 2018, there were approximately 117,654,447 shares of  
14 Microsemi common stock outstanding, held by hundreds, if not thousands, of  
15 individuals and entities scattered throughout the country.

16 23. Questions of law and fact are common to the Class, including, among  
17 others, whether defendants violated the 1934 Act and whether defendants will  
18 irreparably harm plaintiff and the other members of the Class if defendants’  
19 conduct complained of herein continues.

20 24. Plaintiff is committed to prosecuting this action and has retained  
21 competent counsel experienced in litigation of this nature. Plaintiff’s claims are  
22 typical of the claims of the other members of the Class and plaintiff has the same  
23 interests as the other members of the Class. Accordingly, plaintiff is an adequate  
24 representative of the Class and will fairly and adequately protect the interests of the  
25 Class.

1        25. The prosecution of separate actions by individual members of the  
2 Class would create the risk of inconsistent or varying adjudications that would  
3 establish incompatible standards of conduct for defendants, or adjudications that  
4 would, as a practical matter, be dispositive of the interests of individual members  
5 of the Class who are not parties to the adjudications or would substantially impair  
6 or impede those non-party Class members' ability to protect their interests.

7        26. Defendants have acted, or refused to act, on grounds generally  
8 applicable to the Class as a whole, and are causing injury to the entire Class.  
9 Therefore, final injunctive relief on behalf of the Class is appropriate.

10                    **SUBSTANTIVE ALLEGATIONS**

11 ***Background of the Company and the Proposed Transaction***

12        27. Microsemi offers a comprehensive portfolio of semiconductor and  
13 system solutions for aerospace and defense, communications, data center, and  
14 industrial markets.

15        28. Products include high-performance and radiation-hardened analog  
16 mixed-signal integrated circuits, FPGAs, SoCs, and ASICs; power management  
17 products; timing and synchronization devices and precise time solutions; voice  
18 processing devices; RF solutions; discrete components; enterprise storage and  
19 communication solutions, security technologies, and scalable anti-tamper products;  
20 Ethernet solutions; Power-over-Ethernet ICs, and midspans; and custom design  
21 capabilities and services.

22        29. On March 1, 2018, the Individual Defendants caused Microsemi to  
23 enter into the Merger Agreement.

24        30. Pursuant to the terms of the Merger Agreement, stockholders of  
25 Microsemi will receive \$68.78 in cash each share of Microsemi stock they own.  
26

1 31. The March 1, 2018 press release announcing the Proposed  
2 Transaction provides:

3 Microchip Technology Incorporated (NASDAQ:MCHP), a leading  
4 provider of microcontroller, mixed-signal, analog and Flash-IP  
5 solutions, and Microsemi Corporation (NASDAQ:MSCC), a leading  
6 provider of semiconductor solutions differentiated by power, security,  
7 reliability and performance, today announced that the two companies  
8 have signed a definitive agreement pursuant to which Microchip will  
9 acquire Microsemi for \$68.78 per share in cash. The acquisition price  
10 represents a total equity value of about \$8.35 billion, and a total  
enterprise value of about \$10.15 billion, after accounting for  
Microsemi's cash and investments, net of debt, on its balance sheet at  
December 31, 2017. . . .

11 Following the closing, the transaction is expected to be immediately  
12 accretive to Microchip's non-GAAP earnings per share. Based on  
13 currently available information, Microchip anticipates achieving an  
14 estimated \$300 million in synergies in the third year after close of  
15 transaction. Microchip plans to finance the transaction with  
16 approximately \$1.6 billion of cash from the combined company  
balance sheets, approximately \$3.0 billion from Microchip's existing  
line of credit, approximately \$5.0 billion in new debt and \$0.6 billion  
of a cash bridge loan.

17  
18 The Board of Directors of each company has unanimously approved  
19 the acquisition. Subject to approval by Microsemi stockholders,  
20 customary regulatory approvals and other closing conditions, the  
transaction is expected to close in the second quarter of calendar 2018.

21 ***The Proxy Statement Omits Material Information, Rendering It False and***  
22 ***Misleading***

23 32. On April 19, 2018, defendants filed the Proxy Statement with the SEC  
24 in connection with the Proposed Transaction.

25 33. The Proxy Statement omits material information with respect to the  
26

1 Proposed Transaction, which renders the Proxy Statement false and misleading.

2 34. The Proxy Statement omits material information regarding the  
3 Company's financial projections and the analyses performed by the Company's  
4 financial advisor, Qatalyst Partners LP ("Qatalyst").

5 35. With respect to the Company's financial projections, the Proxy  
6 Statement fails to disclose: (i) the line items used to calculate unlevered free cash  
7 flow; and (ii) a reconciliation of all non-GAAP to GAAP metrics.

8 36. With respect to Qatalyst's Discounted Cash Flow Analysis, the Proxy  
9 Statement fails to disclose: (i) the inputs and assumptions underlying the discount  
10 rate range; (ii) the estimated net debt of the Company; and (iii) how the dilution  
11 factor was applied by Qatalyst in the analysis.

12 37. The disclosure of projected financial information is material because  
13 it provides stockholders with a basis to project the future financial performance of  
14 a company, and allows stockholders to better understand the financial analyses  
15 performed by the company's financial advisor in support of its fairness opinion.  
16 Moreover, when a banker's endorsement of the fairness of a transaction is touted to  
17 shareholders, the valuation methods used to arrive at that opinion as well as the key  
18 inputs and range of ultimate values generated by those analyses must also be fairly  
19 disclosed.

20 38. The Proxy Statement also omits material information regarding  
21 potential conflicts of interest of the Company's officers and directors.

22 39. Specifically, the Proxy Statement fails to disclose the timing and  
23 nature of all communications regarding future employment and directorship of the  
24 Company's officers and directors, including who participated in all such  
25 communications.

40. Communications regarding post-transaction employment during the negotiation of the underlying transaction must be disclosed to stockholders. This information is necessary for stockholders to understand potential conflicts of interest of management and the Board, as that information provides illumination concerning motivations that would prevent fiduciaries from acting solely in the best interests of the Company's stockholders.

41. The omission of the aforementioned material information renders the Proxy Statement false and misleading, including, *inter alia*, the following sections of the Proxy Statement: (i) Background of the Merger; (ii) Reasons for the Merger; Recommendation of the Board; (iii) Certain Company Forecasts; and (iv) Opinion of Financial Advisor.

42. The above-referenced omitted information, if disclosed, would significantly alter the total mix of information available to Microsemi's stockholders.

**COUNT I**

**Claim for Violation of Section 14(a) of the 1934 Act and Rule 14a-9  
Promulgated Thereunder Against the Individual Defendants and Microsemi**

43. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

44. The Individual Defendants disseminated the false and misleading Proxy Statement, which contained statements that, in violation of Section 14(a) of the 1934 Act and Rule 14a-9, in light of the circumstances under which they were made, omitted to state material facts necessary to make the statements therein not materially false or misleading. Microsemi is liable as the issuer of these statements.

45. The Proxy Statement was prepared, reviewed, and/or disseminated by



1 the Individual Defendants. By virtue of their positions within the Company, the  
2 Individual Defendants were aware of this information and their duty to disclose  
3 this information in the Proxy Statement.

4 46. The Individual Defendants were at least negligent in filing the Proxy  
5 Statement with these materially false and misleading statements.

6 47. The omissions and false and misleading statements in the Proxy  
7 Statement are material in that a reasonable stockholder will consider them  
8 important in deciding how to vote on the Proposed Transaction. In addition, a  
9 reasonable investor will view a full and accurate disclosure as significantly altering  
10 the total mix of information made available in the Proxy Statement and in other  
11 information reasonably available to stockholders.

12 48. The Proxy Statement is an essential link in causing plaintiff and the  
13 Company's stockholders to approve the Proposed Transaction.

14 49. By reason of the foregoing, defendants violated Section 14(a) of the  
15 1934 Act and Rule 14a-9 promulgated thereunder.

16 50. Because of the false and misleading statements in the Proxy  
17 Statement, plaintiff and the Class are threatened with irreparable harm.

## 18 **COUNT II**

### 19 **Claim for Violation of Section 20(a) of the 1934 Act** 20 **Against the Individual Defendants**

21 51. Plaintiff repeats and realleges the preceding allegations as if fully set  
22 forth herein.

23 52. The Individual Defendants acted as controlling persons of Microsemi  
24 within the meaning of Section 20(a) of the 1934 Act as alleged herein. By virtue  
25 of their positions as officers and/or directors of Microsemi and participation in  
26 and/or awareness of the Company's operations and/or intimate knowledge of the

1 false statements contained in the Proxy Statement, they had the power to influence  
2 and control and did influence and control, directly or indirectly, the decision  
3 making of the Company, including the content and dissemination of the various  
4 statements that plaintiff contends are false and misleading.

5 53. Each of the Individual Defendants was provided with or had unlimited  
6 access to copies of the Proxy Statement alleged by plaintiff to be misleading prior  
7 to and/or shortly after these statements were issued and had the ability to prevent  
8 the issuance of the statements or cause them to be corrected.

9 54. In particular, each of the Individual Defendants had direct and  
10 supervisory involvement in the day-to-day operations of the Company, and,  
11 therefore, is presumed to have had the power to control and influence the particular  
12 transactions giving rise to the violations as alleged herein, and exercised the same.  
13 The Proxy Statement contains the unanimous recommendation of the Individual  
14 Defendants to approve the Proposed Transaction. They were thus directly  
15 involved in the making of the Proxy Statement.

16 55. By virtue of the foregoing, the Individual Defendants violated Section  
17 20(a) of the 1934 Act.

18 56. As set forth above, the Individual Defendants had the ability to  
19 exercise control over and did control a person or persons who have each violated  
20 Section 14(a) of the 1934 Act and Rule 14a-9, by their acts and omissions as  
21 alleged herein. By virtue of their positions as controlling persons, these defendants  
22 are liable pursuant to Section 20(a) of the 1934 Act. As a direct and proximate  
23 result of defendants' conduct, plaintiff and the Class are threatened with  
24 irreparable harm.

**PRAYER FOR RELIEF**

**WHEREFORE**, plaintiff prays for judgment and relief as follows:

A. Enjoining defendants and all persons acting in concert with them from proceeding with, consummating, or closing the Proposed Transaction;

B. In the event defendants consummate the Proposed Transaction, rescinding it and setting it aside or awarding rescissory damages;

C. Directing the Individual Defendants to file a Proxy Statement that does not contain any untrue statements of material fact and that states all material facts required in it or necessary to make the statements contained therein not misleading;

D. Declaring that defendants violated Sections 14(a) and/or 20(a) of the 1934 Act, as well as Rule 14a-9 promulgated thereunder;

E. Awarding plaintiff the costs of this action, including reasonable allowance for plaintiff's attorneys' and experts' fees; and

F. Granting such other and further relief as this Court may deem just and proper.

**JURY DEMAND**

Plaintiff hereby demands a trial by jury.

1 Dated: April 26, 2018

**RIGRODSKY & LONG, P.A.**

2 Bv: /s/ Michael Schumacher  
3 Michael Schumacher (#262403)  
4 155 Jackson Street, #1903  
5 San Francisco, CA 94111  
6 Telephone: (415) 855-8995  
7 Facsimile: (302) 654-7530  
8 Email: ms@rl-legal.com

Brian D. Long  
300 Delaware Avenue, Suite 1220  
Wilmington, DE 19801  
Telephone: (302) 295-5310  
Facsimile: (302) 654-7530  
Email: bdl@rl-legal.com

9 **OF COUNSEL:**

10 **RM LAW, P.C.**  
11 1055 Westlakes Drive, Suite 300  
12 Berwyn, PA 19312  
13 (484) 324-6800

*Attorneys for Plaintiff*